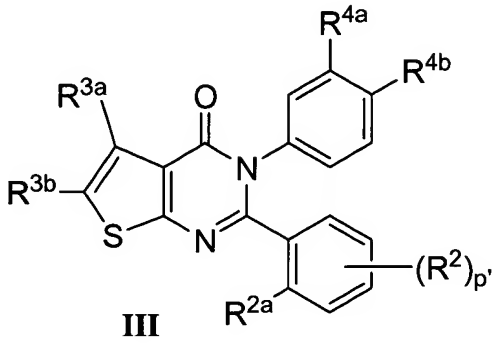
In the Claims:

1.-2. (Cancelled)

3. (Currently amended) A compound of Formula III, or a pharmaceutically acceptable salt or stereoisomer thereof:



III

wherein:

b is 0 or 1;
~~m is 0, 1 or 2;~~
p' is 0 to 2;
~~r is 0 or 1;~~
~~s is 0 or 1;~~

R^2 is (C_1-C_6)alkylene-NR^6R^7; said alkylene is optionally substituted with up to three substituents selected from OH, (C_1-C_6)alkoxy, halogen, CO_2H, CN, $O(C=O)C_1$-C_6 alkyl, oxo, and NR^6R^7;

R^{2a} is selected from: halogen and (C_1-C_6)alkyl;

R^{3a} and R^{3b} are independently selected from: hydrogen, halogen, and (C_1-C_6)alkyl;

R^{4a} and R^{4b} are independently selected from: hydrogen, halogen and (C_1-C_6)alkyl, provided that at lease one is not hydrogen, ~~or~~

R^6 and R^7 are independently selected from:

1) H,
2) $(C=O)O_bC_1$-C_{10} alkyl,
3) $(C=O)O_bC_3$-C_8 cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) C_1-C_{10} alkyl,
7) aryl,
8) C_2-C_{10} alkenyl,
9) C_2-C_{10} alkynyl,
10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

R^6 and R^7 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S;

R^a is $(C_1$-$C_6)$alkyl, $(C_3$-$C_6)$cycloalkyl, aryl, or heterocyclyl; and

R^b is H, $(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkyl-$NR^a{}_2$, $(C_1$-$C_6)$alkyl-NH_2, $(C_1$-$C_6)$alkyl-NHR^a, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl or $S(O)_2R^a$.

4. (previously presented) The compound according to Claim 3 or a pharmaceutically acceptable salt or stereoisomer thereof, wherein: p', R^{2a}, R^{3a}, R^{3b}, R^{4a}, and R^{4b} are as defined for Formula III and

R^2 is $(C_1$-$C_6)$alkylene-NR^6R^7;

R^6 and R^7 are independently selected from:

1) H,
2) C_1-C_{10} alkyl,
3) aryl,

4) heterocyclyl,
5) C_2-C_{10} alkenyl,
6) C_2-C_{10} alkynyl, and
7) C_3-C_8 cycloalkyl,

R^6 and R^7 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S.

5. (Original) A compound which is:

2-(2-bromophenyl)-3-(4-methylphenyl)thieno[2,3-d]pyrimidin-4(3H)-one.

6. (previously presented) A pharmaceutical composition that is comprised of a compound in accordance with Claim 3 and a pharmaceutically acceptable carrier.

7. (currently amended) A pharmaceutical composition that is comprised of a compound in accordance with Claim ~~3~~ 5 and a pharmaceutically acceptable carrier.

8.-34. Cancelled